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40+

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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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VICTORIA & RICK

I've always enjoyed masturbating. It started when I was young and now I'm in my early forties. When I was college, I'd sit there in my classes and my mind would wander. I had a male teacher that was the subject of my fantasies.





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A woman with long dark hair is lying on her back on a red, patterned velvet surface. She is looking upwards with her mouth open in an 'O' shape. Her hands are resting on her thighs. A hand is visible at the bottom of the frame, touching her leg. She has a belly button ring and a nipple ring.

Frequently I would fantasize about being the only student in detention. I'd imagine my teacher forcing me onto his large oak desk. I would want him to force me to spread my legs for him while he felt and probed my body paying special attention to my pussy getting more excited. I'd sit there in class with my nipples hard and erect because I was thinking dirty thoughts.

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Victoria Lee



DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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JANET & THE GUYS

In brother's room, right at the back of a cupboard was where he stashed his porn collection. I found these VHS films from the Eighties when I was hunting for batteries for my vibe. I just had to play some of them.



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*Taped
Alfano*





It was like a treasure trove to me and my pussy would get really moist. That much nudity, that much sex, it really excited me. I loved the rush from looking at the dirty scenes. There was always such an over whelming response from my body to that type of imagery. Now I have to admit it probably had a major influence in my life.

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40+ #44

MIAMI IN HEAT



What a babe Sue Diamond is. I'm 19 abut when I saw her on the cover, she was just so hot and appealing. I also loved the photo shoot set against a bonfire because I had just gone to a beach party over the weekend and made out with this chick near the fire. When the party wound down, and the flames, too, we got it on and the photos reminded me of that. Thanks.

— Jason, Tampa

This June I went to Duffy's Sports Grill in Miami Beach to watch the Heat and the Spurs with some buddies. It was the finals and the place was packed, of course. As we were sitting there, this fine Hispanic-looking girl named Fernanda came up to our table and complemented us on our b-ball tops. We were all wearing Heat jerseys and so was she. It turns out she and I were wearing the same one, #3 D-Wade. I scooted over and she pulled up a stool and joined us. We ordered more rounds and watched the game, which the

Heat ultimately won.

As the crowd thinned out and the guys wanted to leave, I told them to go ahead and asked Fernanda to stay and have a bite with me. She agreed and we ordered some hot wings. As the afternoon got later, she whispered in my ear she always had a fantasy about having sex with a guy while he was wearing a Heat jersey. We decided to go back to my place and found my four other buddies there. We told them we wanted to have some privacy but they said no. Fernanda apparently was not shy and was cool with it. We headed straight for the bedroom and immediately she took my pants off and started sucking me running her tongue up and down my shaft using only her lips.

She pushed me down on the bed and settled between my legs. The other guys took up spots around the bed and cheered her on sucking my cock. She pushed one of the guys off the

bed and looked at me. Fernanda climbed on bed, got on her knees and motioned me to get behind her. I was up like a D-Wade bullet pass and stuck it into her wet and waiting pussy. I lasted as long as I could but just long enough for her to cum a couple times. When it was my turn I felt her pussy clinch tight around me and I pulled out as fast as I could. She grabbed my cock and held it above her mouth and let my cum pour into her mouth, except some of my cum dripped onto her Heat jersey since she never took the jersey off. All the guys shouted and high-fived each other and me when she stopped slurping. I'd never had sex with a girl while she wore a sport jersey. That little fuck with Fernanda made me so hot and horny like never before.

I went back to Duffy's again for the final game hoping to run into Fernanda again, but no luck. I asked the bartender about her and said she was here earlier but left with a bunch of guys. I asked if any were wearing Heat jerseys.

— Barry, So. Beach

SIZE SHOULD MATTER

I decided to write to you because I found your magazine in my husband's briefcase and looked through it. While I don't really mind that he has it, we've always been pretty open. But as I look through some of the pictures, I can't help but notice how big almost all of the guys are. I mean, I've been with several men before my husband and even swapped penis-size stories with my girlfriends, but them guys in the photos are just huge. I saw this one guy, kinda light-skinned black guy with freckles on his cock that's just amazingly thick. His cock

was thicker than the girl's arm and it was pretty obvious she was having a hard time sucking it.

Now understand the we've been married for fifteen years and I truly love him, but it seems that he is getting smaller. I understand it may have something to do with age, or even how much he uses it but his penis is too small to give me the same pleasure I remember from having sex with other guys. Now when we're fucking and I move around or try to move up and down hard and fast, his cock slips out of my pussy. It often slips out several times while we are going at it, and it sure does put a damper on things when I'm really into getting off. Sometimes I like hard thrusting sex but I just can't do that with him. Yeah, I can still climax, but it takes forever and it is not as intense as I'd like. There are times, even if I cum, that I have to re-finish myself off with my trusty vibe. I would like to use a larger one or even a nice big fleshy dildo but don't want my husband to find out. I am sure it would hurt his ego. But I've been thinking that I may ask to introduce some toys into our sex sessions and see what happens. Short of cheating on him, that's the best I can do. Oh wait, maybe a threesome? That would be tricky, especially since he would want to do another woman first.

— Kellie, Delaware

HOT IN THE HOT TUB

It's early Friday evening and after a hard day at the office, I needed to relax and have a glass of wine. I poured myself a nice merlot and headed for the hot tub in the back of the house. My name is Paul, I'm forty-two and I now live with my thirty-three year old sister. Why? Because I divorced my wife two years ago and last month she split with her man and had nowhere to live so I said she could stay with me until she got on

her feet again. Well, it seems that

sometimes she's not too anxious to find her own place. So I get into the hot tub, naked. Just me, and my wine, and the hot bubbles. And peace and quiet.

Suddenly, I hear a bunch of female voices headed towards me. My sister walks in with a couple of her girlfriends in their bikinis. It was dark so they couldn't see I was naked. After they had been in the hot tub for a while, I decided to get out. I covered up with my hands and stood up. They all sat there wet in the tub looking at me. I could tell they were all trying to sneak a peek at my stuff but I grabbed a towel and tried to cover up. As I turned to leave, Cassie, the blonde, grabbed the towel and left me there starkers.

I went to take a shower and in minutes Cassie pulled back the curtain and was standing there naked. She got in the shower with me and immediately grabbed my dick and I got harder and harder. She pulled the curtain shut and lowered the shower spray. Dropping to her knees, her mouth circled my cock and started sucking on it. I leaned back under the spray and closed my eyes. I felt her reach behind my buttocks with soapy fingers and she started playing with my asshole. I couldn't believe it, but I gotta admit that it felt pretty good. It was soft and slippery and the warm shower had made my muscles relax. She pushed a finger in to the first knuckle and I moaned as she did that and also took my whole cock into her mouth. Somehow she got up a rhythm that made me jerk my load right down her throat. She took some spray into her mouth and gargled, then spit it out. Amazing, I thought.

— Paul from Flagstaff, AZ



Dear 40+ mag,

That was really hot three way (*Daryn Darby and friends*) in your last issue. While I've seen lots of three ways in men's mags, this one looked real, not like a lot of them that look staged and the girl gets positioned for the best camera angle. It really looked like they were doing it for real and if not enjoying themselves, then they showed a lot of sexual passion, and that's really hot.

— Salvatore, D.C.

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YES, I'M WET.

*I'm also sassy, opinionated,
a bitch, a sweetheart, your lover,
and your worst nightmare.
I'm your ex – asshole.*

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Julius is a very attractive man. He's 5'11" with a head of dark hair and sexy full lips. His cock is a nice 8 inches with a 2" girth at full alert. I initially just wanted to see it, but when it came out, it beckoned to me. To my mouth and my pussy. I couldn't wait to try it out, and when I finally did I was definitely not disappointed.





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He leaned down so his face was only inches from the snatch that he knew was waiting to feel his tongue. He lightly licked from my hole to my clit and then he licked again with a little more pressure. I began to moan in pleasure. Then he gave me what I was wanting, his huge cock inside my hot, wet pussy.

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*Bridgett
Lee*



FANTASIES FOR SALE

I used to be a shy and innocent girl who didn't even know the facts of life. I got over that pretty quickly and now I'm all about the fucks of life.

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*A frank little
discussion
about life and
sex and what
it's like to
be her*



isabelle camille

40+: Hello Isabelle. It's so nice to meet you. Thank you for taking time to speak with us today. I know you only have a short time before your shoot begins. As you know, ever since we saw your photographs, we've been trying to get a moment with you to ask questions from some of our staff, who you have completely captivated.

40+: What kind of things get your attention?

There's nothing that a man can give me that I can go out and get for myself. But I do like a man's generosity when I'm in a relationship with him. Wouldn't you?

40+: Uh, yes, I guess we would. Do guys get nervous around you when they discover what you do for a living?

Because I'm older, the men I associate with are more sophisticated than worrying about that. But when they find out I only do women in my movies, it's like a light goes off.

40+: Is there a certain look you prefer in men?

I don't want to say that I like only one type of guy. It really depends on the individual. The same with the girls I go out with. Their physique is important because I like to stay toned and if they are buffed too, all the better.

40+: What's the sexiest part of a man? And a woman?

You mean besides the obvious. Well, I like a man's hands. If he has nice hands that's a huge plus. That's what's touching me, going into my mouth and pussy. The same with a woman. No really long nails or

short stubby ones. I don't want my insides to get scratched.

40+: After on-camera sex, do you still think about it after the scene is finished and you came?

I think about having sex all the time. That's one reason I'm now in this business. Sex for the camera is different than real sex. There is too much starting and stopping during a shoot. The director controls the pace. When in private, there should be a smooth flow to lovemaking with no one in control. It's all about sharing.

40+: Are you controlling in bed?

Not really. I like the feminine role. I like it when she puts me in the position she wants me in. No matter if she's licking or fucking me. I like to feel like I'm being taken.

40+: Is there something you haven't done that you want to do. Personally or professionally?

Maybe on the white sands of the Maldives with the ocean waves lapping at my pussy.

40+: What is your favorite position?

Probably on my knees. Doggy, but with my head down on my arms and my butt in the air. When my lover's back there, they let themselves get a little wilder and I can just be there to enjoy it!

40+: We're done. I told you'd be a short interview. I want to thank you for your time and for letting me stay to watch your scene.



ISABELLE & PENNY

I like women, I like pretty women who aren't afraid to be pretty – or sexy. I like the smell and taste of them and I like to please and be pleased by them. It should be long and slow and just the way I want it. Sex should be seen and heard.





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Penny Flame



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*Isabelle Camille
& Penny Flame*







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AUDREY GOTTO

The older I get the hornier I am. I've had a lot of sex in my life and look forward to a whole lot more. Sex is like a religion. No, I don't pray to the phallus or worship the pussy, but I find a spiritual and physical connection with myself and my partner. All the holes of my body are there to be a part of the ceremony. Cum join me as I play.





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One ceremony goes something like this:

All he did was nod as he moved his finger up into my ass. I moaned as I felt the sensation of my ass being opened. First one finger than two then three. I could feel my ass tingling. The sensation was wonderful. I began rubbing my pussy as I began to get wet. He stopped and told me to lie on my back. I obliged and he straddled my hips pushing his big cock deep into my ass.

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Audrey
Hollander



When the hubby's away, the bitch will play

love thy neighbor's wife

We live in the burbs of Dallas where there are two other houses on either side of ours. Our neighbors on the left are very quiet and elderly, while on the right is a professional couple. The lady who lives there, Marlene, has one of the most beautiful butts ever. Even my wife thinks so. Marlene's husband is rarely seen. He's a software trouble shooter for a large company and they keep him jumping around the country for weeks at a time. Our homes have private backyards with pools. Therefore Marlene, my wife, Mikki and I, sunbath in the nude. We often talk to each other across the fences and through the bushes that separate the property.

Now, Marlene was in the habit of walking around her backyard in the buff. She could get away with that because we live in a very isolated location. She loves showing offn stuff. Mikki, my wife is also a very beautiful women. A bit shorter than Marlene but with a curvy tight figure for her 40 years. As it turns out, neither Marlene or Mikki have any cellulite on them and both are clean-shaven down there. Yes, I know that. Anyway, it started almost immediately after moving into our home. The two ladies would routinely talk over the fences when they were out on the pool decks.

However, one day, Mikiki and I were out back and noticed that the tall plants and bushes between our two properties that had been quite thick and provided privacy for us, had been trimmed back considerably. Anyway, the loss of privacy didn't bother us and we had been having sex around the pool for several months while the landscaping had subtly changed due to Marlene's constant pruning.

Occasionally we'd find Marlene walking around to the outside of our fence and she'd begin chatting with us. Then we started inviting her to join us for some refreshments by the umbrella and enjoy a cool drink. We all talked about how great it was to be free-wheeling spirits and enjoy our lives and bodies. A couple of times she surprised us as Mikki and I were fooling around in the back pool area. Mikki was giving me head and immediately stopped at being discovered. Marlene acted as if she hadn't seen us doing anything. I also started to think that Mikki would sometimes instigate our love-making when she knew Marlene would be in her backyard and may just 'stop by' to talk.

When Stan was home, we saw very little of them, but on hot nights when their bedroom windows were open, we could sure hear them. It seems that sex after being away for a couple weeks was louder than when he was at home for a while. Another couple weeks go by and I'm out in the front driveway washing the car and see Stan once again headed for ther airport in his busi-

ness casual. We exchange some small talk and I wish him a successful trip. I finish with the car and pull it into the garage. I closed the garage door and walked back through the house headed for the pool to cool off.

I changed in our little area and went out only to see my Mikki rubbing suntanning lotion on Marlene's bare

back and equally bare buttocks as she lay face down on a poolside deck lounge. I wasn't too concerned not wearing anything as the girls were already naked and we have spent many hours poolside nude.



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Mikki saw me come onto the deck and flashed a great big smile as she was rubbing Marlene's backside very slowly, knowing damn well she was teasing me by doing that. Mikki suddenly leaned closer to Marlene's ear and said something. Marlene tilted her head and looked in my direction, smiling at me as she did. I stepped under the outdoor shower and started working on getting the sweat washed off. Just as I was about to turn off the shower, I turned around and saw Mikki and Marlene walking towards me. When they got to me, and the shower, Mikki grabbed the bar of soap and handed it to me saying it's so hot, how about soaping her up, too. She knew our soap game leads to some great sex, so I soaped her up as requested, spending extra time on her breasts and then turned her around so I could soap up her buttocks. My dick getting hard very aware that Marlene was watching us from only five feet away. I knew that Marlene had watched us before, but always from her side of the fence.

Marlene kept smiling and watching us but seemed unsure of what to do. My ever-thinking wife realized this and reached out and pulled Marlene between us. Then Mikki grabbed my arms and pulled me tight against Marlene, who happened to be facing Mikki. Since we already had plenty of soap on our bodies, we started rubbing Marlene's body with our soapy bodies. As you can imagine, by now I was really hard that it felt like my cock was going to explode it was so stiff. Marlene felt it too, pushing against her ass cheeks. She began slowly moving her ass up and down, left and right, back and forth. My hands somehow found their way up to Marlene's full breasts and hard nipples. As I looked over her shoulder, Mikki was smiling at me and proceeded to French kiss Marlene hard on the mouth while looking me directly in the eyes. That's also when I noticed both girls were massaging each other's clits with their hands. Mikki placed her hands on my ass and gently spread my cheeks apart. A second later I felt her tongue sliding down my ass working its way toward its final destination. At first she licked at my asshole tentatively, with short flickering movements, but soon began giving me long, lewd licks from the base of my balls all the way up to my tailbone. I looked back between my legs to see her hand back at work between Marlene's legs, so I helped out by reaching back and spreading my ass cheeks. Mikki started moaning into my ass as she licked with renewed lust. I closed my eyes and gritted my teeth, wishing that I could see this beautiful woman tonguing my asshole.

Mikki told me to put my leg up, giving me a playful

slap on the ass. I did as I was told exposing myself even more. Marlene reached down to slowly stroke my dick. I couldn't help but be amazed by the degree of Mikki's nastiness. Mikki planted a soft kiss right on my asshole. I groaned in pleasure, which only encouraged her. Mikki's tongue massaged my hole as she brought her hand up to massage my balls. It felt so good but I was sure I didn't want to end our little session early. By the way she was moaning, one would think that it was her getting rimmed, but Mikki was genuinely enjoying herself. As the shower had rinsed the soap off, we moved over to the deck chairs and pushed them together.

Mikki had Marlene laid down on the chairs on her back and Mikki knelt down on the towel and proceeded to lick Marlene's beautiful clean and clean-shaven pussy.



Standing there, I couldn't stand it. There was my beautiful wife licking and fingering our neighbor. Mikki's tanned ass was beckoning me, smooth and silky from the shower. I knelt down behind Mikki and entered her soaking wet pussy with my man-missile. I felt Mikki shudder as I penetrated her hole and heard her and Marlene both moaning. It was an incredible feeling, looking at two perfect female specimens while thrusting away inside one of them wondering when it would be the other one's turn. Much to my surprise (but not really) Mikki was fantastic at eating pussy as Marlene started arching her back and hanging onto the lounge chair with both hands. Marlene's legs were up in the air, flailing all over the place and as her right leg came up over Mikki's head I leaned forward, pulled her foot towards my mouth and began sucking on her long toes. They were long with a beautiful French pedi that any man would be proud to suck on.

Then I noticed Mikki had stopped fingering Marlene, and was now just slowly licking her pussy. It was then

A second later I felt her tongue sliding down my ass working its way toward its final destination.

At first she licked at my asshole tentatively, with short flickering movements, but soon began giving me long, lewd licks from the base of my balls all the way up to my tailbone.



that I felt a sudden gush of liquid around my groin area. At first I thought I'd cum, without the brain overload. but the sensation was definitely different, and I was still very hard. Even though I was still penetrating Mikki, the feeling was one of warm water being poured over my dick, balls, and running down my legs. Mikki had squirted on me. She has done that before, especially when she rides me and I massage her clitoris while G-spot gets rubbed against my dick.

Mikki laid her head on Marlene's stomach for a moment, breathing heavily and saying. Marlene started giggling and stroked Mikki's hair while I slowed my thrusting, not wanting to cum yet. I was hoping that maybe Mikki would let me have Marlene. Marlene, while stroking Mikki's hair had been staring directly into my eyes. Not saying a word, but saying everything

with her eyes. Eventually, Mikki raised her head, still feeling me hard inside of her, and moved forward, pulling away from me. She moved around Marlene and had her sit up. Mikki told me to stand up and asked Marlene if she still wanted to do this? Marlene instantly replied she didn't have a choice. So, there I am. Standing with my dick hard as a rock, dripping from Mikki's pussy, and Marlene leans forward, grabs my dick and pulls me forward, inhaling my dick in her mouth, moving her tongue around the head and shaft, and holding the base of my dick in her right hand, her left hand cupping and gently massaging my balls.

Looking down at this beautiful woman, sucking my dick, as my equally gorgeous wife sat behind Marlene, playing with and cupping Marlene's breasts was almost way too much. Marlene looked up at me and must of realized it too, and told me to wait a minute. She needed me somewhere else first. With that, I looked at Mikki with a quizzical look, and Mikki said, honey, you'd better do her like you just did me or she won't talk to us for a long time and laughed. Mikki jumped up, pushed Marlene back down on the chaise lounge and I mounted Marlene as I was almost ready to explode. I was terrified I was going to loose control instantly and desperately wanted to make a great performance. So the only thing I could think of was to visualize a baseball game in the ninth inning with runners on second and thirsd and only one out. (If there were two outs and the batter got a hit, it wouldn't be long enough, I feared.)

Mikki is a great fuck for a wife, and Marlene, well her pussy felt different, a little tighter, with a different texture, but fantastic as her smooth tanned body moved below mine. Her lips, as we kissed felt as if she were going to eat me. It is hard to explain all of the feelings that went through me, but I exploded with a loud groan as Marlene's pussy tightened and relaxed, tightened and relaxed, over and over again. Her pussy literally milked my dick dry.

Dizzy, I began to try and stand up as I pulled out of Marlene. Marlene didn't move, all she did was moan and say, God, it has been so long. As I looked over at Mikki, who was calmly sitting in the chaise next to us, she flashed a beautiful smile. The day continued at a slower pace, sex, sex and more sex. Sometimes Mikki and Marlene, sometimes Mikki and me, sometimes Marlene and me and Mikki. Sometime fast, sometimes slow and playful. That was a first and a wonderful Saturday. Little did I know that Sunday would be even better, but that is another story.



KITTY
& LEXI

She cupped my pussy with her hand. There was no denying the fact that my pussy was drenched. I wanted her to touch, and when she whispered in my ear to lower my panties, I simply obeyed her. With her tongue in my mouth, I was able to lower my panties to my knees. A second later, she thrust a few fingers deep in my pussy.





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She used her body against mine for leverage. She began to steadily fuck my pussy with her fingers.

I was trying to spread my legs wider for her. As she looked into my eyes, I noticed her passion.

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her hand to my lips. I opened my mouth and when she placed her fingers against my tongue; I tasted my own pussy juice.

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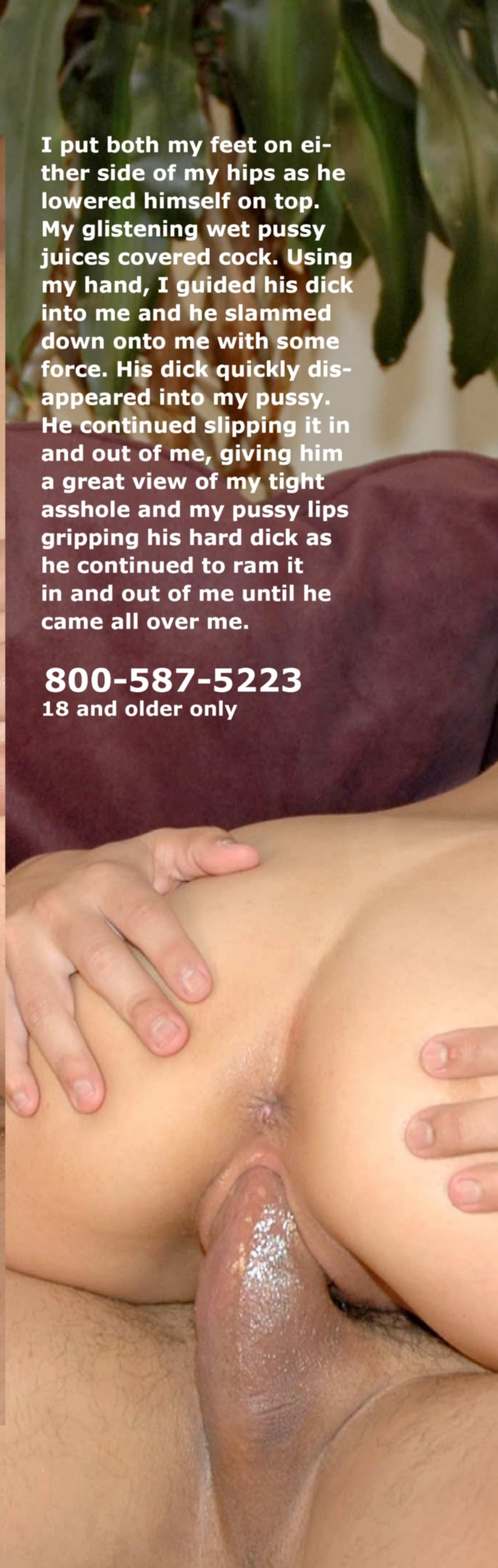


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



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